

SUNTRUST BANKS INC
 Form 4
 December 16, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CLAY JOHN W JR

(Last) (First) (Middle)
 303 PEACHTREE ST.
 (Street)

ATLANTA, GA 30308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SUNTRUST BANKS INC [STI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/07/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code				4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)				
Common Stock	12/07/2004		G	V	890	D	14,688	D		
Common Stock	12/08/2004		G	V	500	D	14,188	D		
Common Stock							8,738	I	Spouse	
Common Stock							5,300	I	Spouse's Trust ⁽²⁾	
Common Stock							1,285	I	Spouse's Trust ⁽³⁾	

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Common Stock						8,959.445	I	401(k) ⁽⁴⁾		
Common Stock						3,592.532	I	Family Trust ⁽⁵⁾		
Common Stock	12/07/2004		G	V	250	A	<u>(1)</u>	1,069.38	I	Family Trust ⁽⁶⁾
Common Stock	12/07/2004		G	V	250	A	<u>(1)</u>	703.841	I	Family Trust ⁽⁷⁾
Common Stock	12/07/2004		G	V	250	A	<u>(1)</u>	650	I	Family Trust ⁽⁸⁾
Common Stock								5,920	I	Unitrust ⁽⁹⁾
Common Stock								42,420	I	Restricted Stock ⁽¹⁰⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units ⁽¹¹⁾	<u>(11)</u>					<u>(11)</u>	<u>(11)</u>	Common Stock	6,206.9956
Phantom Stock Units ⁽¹²⁾	<u>(12)</u>					<u>(12)</u>	<u>(12)</u>	Common Stock	40,000
Option ⁽¹³⁾	\$ 30.25					08/08/1995	08/07/2005	Common Stock	14,500
	\$ 73.0625					11/09/2002	11/09/2009		15,000

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- (13) This option becomes exercisable in 10% increments over 10 years or in the event of death, disability or change of control. This option was granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (14) Granted pursuant to the 1995 SunTrust Executive Stock Plan.
- (15) Granted pursuant to the SunTrust Banks, Inc. 2000 Stock Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.